



# WPP SCANGROUP PLC

(Incorporated in Kenya under the Companies Act, 2015, Laws of Kenya) (Registration Number C 11/2006)

## NOTICE OF THE FIFTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN TO SHAREHOLDERS THAT THE FIFTEENTH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY WILL BE HELD VIA ELECTRONIC COMMUNICATION ON THURSDAY, 30 SEPTEMBER 2021 AT 11:00 A.M., WHEN THE BUSINESS SET OUT BELOW WILL BE TRANSACTED.**

### ORDINARY BUSINESS

- 1 To table the proxies and note the presence of a quorum.
- 2 To read the notice convening the meeting.
- 3 To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2020, together with the Chairman's, the Directors' and Auditor's Reports thereon.
- 4 To note that the Directors do not recommend the payment of a dividend for the financial year ended 31<sup>st</sup> December 2020.
- 5 Directors:
  - a) In accordance with the provisions of Article 93 of the Company's Articles of Association:-  
Mr Pratul Hemraj Shah retires at this meeting and being eligible, offers himself for re-election.
  - b) In accordance with the provisions of Article 116 of the Company's Articles of Association
    - i) Mr Shahid Sadiq retires by rotation and being eligible, offers himself for re-election.
    - ii) Mr Jason Day retires by rotation and does not offer himself for re-election.
  - c) In accordance to the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be elected to continue to serve as members of the said committee:-  
  
Mr. Pratul Shah  
Mr. Richard Omwela  
Mr. Jonathan Neil Eggar
7. Directors' Remuneration:-
  - a) To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2020.
  - b) To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2020.
8. To note that the auditors, Deloitte Kenya, will continue in office in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015.

### 9. SPECIAL BUSINESS

#### Special Resolution 1 – Merger Relief

To consider and if thought fit to pass the following resolution as a Special Resolution, as recommended by the Directors:-

THAT, the directors are authorised to create in the books of account of the Company a merger reserve account as permitted by section 388 of the Companies Act, 2015 for the purpose of absorbing past and future impairments of value on shares of subsidiary companies where the share premium created on the issue of the Company's shares on acquisition of such subsidiaries qualifies for merger relief under the conditions of section 388 of the Companies Act, 2015 AND THAT the directors shall report in the annual report and audited financial statements of the Company the amount of share premium resolved by the board (if any) to be transferred to the merger reserve.

#### Special Resolution 2 – new Articles of Association

To consider and if thought fit to pass the following resolution as a Special Resolution, as recommended by the Directors:-

THAT, the new Articles of Association (a copy of which were tabled at the meeting) be and are hereby adopted as the Articles of Association of the Company in complete substitution for, and to the exclusion of, the Company's existing Articles of Association, including any provisions contained in the Company's memorandum of association that were automatically deemed to form part of the Company's existing articles under section 26 of the Companies Act, 2015..

By Order of the Board

Winnie Jumba

Company Secretary

Date: 6 September 2021

### Notes:

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related public health Regulations and directives passed by the Government of Kenya on restrictions on public gatherings, it is impracticable, for WPP Scangroup Plc to hold a physical general meeting. The Board of Directors therefore determined that the 2021 Annual General meeting be convened

- virtually in accordance with article 64.A of the Company's Articles of Association.
2. Any shareholder wishing to participate in the meeting should register for the AGM online via a link to the AGM Platform or via USSD using short code number \*384\*027# and following the various prompts regarding the registration process. In order to complete the registration process, Shareholders will need to have their ID/Passport Numbers, which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance, Shareholders should dial the following helpline number: +254 20 7608216 from 8 a.m. to 4 p.m. on a working day.
4. Registration for the AGM opens on 24 September 2021 at 9:00 a.m. and will close on 29 September 2021 at 11.00 a.m.
5. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website <https://www.wpp-scangroup.com/>: (i) a copy of this Notice; (ii) Copy of the audited Financial Statements for the year ended 31 December 2020.  
Explanatory notes in relation to the Special Business resolutions are also available and may be viewed on the Company's website <https://www.wpp-scangroup.com/>.
6. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by one of the following options:
  - i. Accessing Virtual AGM via a link to the AGM platform; Select Attend Event; Select "WPP ScanGroup Plc AGM"; Select "Q&A" option tab and submit questions in text box provided; or
  - ii. Accessing the Virtual AGM via SMS by dialing the USSD \*384\*027# and selecting the option (ask Question) on the prompts;
  - iii. Sending their written questions by email to [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke); or
  - iv. To the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at The Chancery, 5th Floor, Valley Road or Custody and Registrars Services Ltd at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue; Nairobi or
  - v. Sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 34537, GPO 00100, Nairobi.  
Shareholders must provide their full details (full names, Kenyan national identity/passport Number/CDSC Account Number) when submitting their questions and clarifications.  
All questions and clarification must reach the Company on or before 30 September 2021 at 11.00 a.m.

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return email address provided by the Shareholder by 30 September 2021. A full list of all questions received and the answers thereto will be published on the Company's website not later than 4 October 2021.

7. Shareholders who will have registered to participate in the meeting shall be able to vote by;
  - i. Accessing the Virtual AGM via a link to the Platform; Select Attend Event; Select "WPP ScanGroup Plc AGM"; Select "Voting" option tab and vote or
  - ii. Accessing the Virtual AGM via USSD platform \*384\*027#; Use the menu prompts to Select option for "Voting" and follow the various prompts regarding the voting process
8. In accordance with Section 298(1) of the Companies Act, Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company, but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form is attached to this Notice and is available on the Company's website via this link: <https://www.wpp-scangroup.com/>. Physical copies of the proxy form are also available at the following address: Custody and Registrars Services Ltd, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue. A proxy must be signed by the appointor or his attorney duly authorised in writing, or, if the appointor is a company, either under seal, or under the hand of an officer or attorney duly authorised by the company. A completed form of proxy should be emailed to [proxy@candrgroup.co.ke](mailto:proxy@candrgroup.co.ke) or delivered to Custody and Registrars Services Ltd, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, so as to be received not later than 29 September 2021 at 11:00 a.m.
9. The AGM will be streamed live via a link, which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent at least one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
10. Duly registered Shareholders and proxies may follow the proceedings of the AGM using the livestream platform. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts or on the AGM Platform.
11. A Poll shall be conducted for all the Resolutions put forward in this Notice. Voting shall be closed at 5:00 pm on the date of the meeting and the results shall be published within 48 hours following conclusion of the AGM.
12. The Company strongly encourages all Shareholders to monitor the Company's website (<https://www.wpp-scangroup.com/>) for further updates or changes in relation to the AGM.
13. To ensure receipt of future dividends in a timely manner, Shareholders are hereby requested to provide their bank details and update their payment option to electronic funds transfer method through their respective stockbrokers to facilitate remittance of dividends through their bank accounts in future. In addition, shareholders can opt-in for their future dividends to be paid to them via mobile money transfer while registering for the AGM.